

1-305A004

Chicago and North Western  
Transportation Company

RECORDATION NO. 12931-A  
FILED 12931-A

NOV 1 1991 - 11 20 AM

October 31, 1991 INTERSTATE COMMERCE COMMISSION

File No: A-11474 (L-325)  
cc: A-13487-A (A-441)

One North Western Center  
Chicago, Illinois 60606

Office of the Secretary  
312-559-6156

NOV 1 11 27 AM '91  
MOTOR OPERATING UNIT

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20434

Re: Railroad Equipment Lease dated as of January 15, 1981  
between Chicago and North Western Transportation Company  
and ITT Industrial Credit Company of Tennessee recorded  
February 17, 1981, assigned Recordation No. 12931

Dear Mr. Strickland:

Pursuant to Section 11303 of the Interstate Commerce Act, enclosed for  
recordation in relation to the above-referenced agreement are four (4)  
Counterparts of a Bill of Sale dated October 25, 1991 covering auto racks as  
shown on Exhibit "A".

Enclosed is a check for \$16.00 to cover your recording fee. Please assign a  
sequential recordation number for the filing, retain one Counterpart for your  
files, and return the remaining Counterparts showing recordation data.

Sincerely,

*K. A. Dombrowski*  
K. A. Dombrowski  
Assistant Secretary

Enclosures

cc: J. E. Voldseth  
M. H. Shumate  
R. C. Gancarz  
R. R. DeWitt  
J. R. Sconiers  
K. H. Lange  
Arthur Andersen & Co. (Joe Adams)

(CNW-10) a:007.kd

Counterparts - S.P.R.

**Interstate Commerce Commission**  
Washington, D.C. 20423

11/1/91

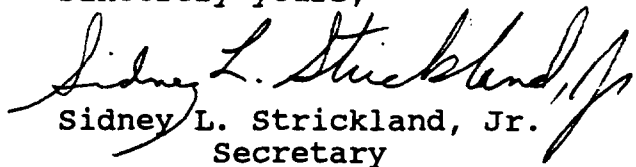
OFFICE OF THE SECRETARY

K. A. Dombrowski-  
Assistant Secretary  
Chicago and Northwestern Transportation Company  
One Northwestern Center  
Chicago, Illinois 60606

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/1/91 at 11:30AM , and assigned recordation number(s). 12931-A.

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

12931-A  
REPRODUCTION NO. FILED 1423

NOV 1 1991 -11 30 AM

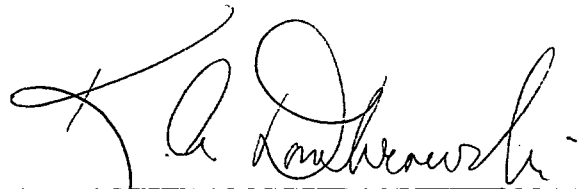
INTERSTATE COMMERCE COMMISSION

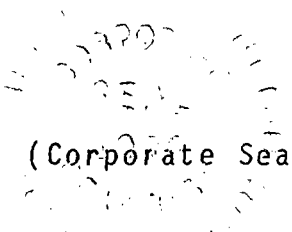
I, K. A. DOMBROWSKI, HEREBY CERTIFY that I am a duly elected Assistant Secretary of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY and custodian of the records, files and corporate seal of said Company.

I FURTHER CERTIFY that the annexed and foregoing is a full, true and correct copy of a Bill of Sale dated October 25, 1991 executed by ITT Commercial Finance Corp. covering the sale of auto racks as described in Schedule A attached thereto, to the CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY and that said Bill of Sale has not been amended, altered or repealed.

WITNESS my signature and the corporate seal of said CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY this 3<sup>rd</sup> day of

*October* A.D. 1991.

  
K. A. DOMBROWSKI  
Assistant Secretary

  
(Corporate Seal)

csp25-15(20)

NOV 1 1991 -11 30 AM

**BILL OF SALE**

INTERSTATE COMMERCE COMMISSION

ITT Commercial Finance Corp. (hereinafter called the "Seller") for valuable consideration paid by Chicago and North Western Transportation Company, (hereinafter called the "Purchaser") at or before the execution and delivery of these presents, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, bargain, sell, transfer, and set over unto the Purchaser, its successors and assigns, its right, title and interest in the property described in Schedule A attached hereto.

TO HAVE AND TO HOLD the above described property unto the Purchaser, its successors and assigns, for its and their own use and behoof, forever.

And the Seller hereby warrants unto the Purchaser, its successors and assigns that, as of the date hereof, the Seller has title to the aforesaid property and good and lawful right to dispose of said property, and the Seller, for itself, its successors and assigns, covenants that it will warrant and defend such title against all claims and demands whatsoever.

The Seller further warrants that the aforesaid property is free and clear of all claims, liens, charges, equities, mortgages, security interests and other encumbrances by or in favor of any person claiming by, through, or under the Seller other than such claims, liens, security interests and other encumbrances which are the responsibility of the Purchaser in its capacity as Lessee under the Lease as defined in the Option Agreement referred to below and as more expressly set forth in the Option Agreement.

THE AFORESAID PROPERTY IS BEING SOLD HEREIN ON AN "AS IS, WHERE IS" BASIS AND "WITH ALL FAULTS." EXCEPT AS SET FORTH HEREIN, THE SELLER MAKES NO WARRANTY, EITHER EXPRESS OR IMPLIED, INCLUDING ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFIT OR FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL, OR COMMERCIAL LOSSES AND ALL OTHER OBLIGATIONS OR LIABILITIES.

Such grant, bargain, sale, transfer and set over, as set forth hereinabove is pursuant to, in accordance with, and subject to the provisions, terms and conditions of that certain Equipment Option Agreement dated as of September 18, 1990, ("Option Agreement") by and between Seller and the Purchaser, and the provisions, terms and conditions, including the representations and warranties made therein, of such Option Agreement are by this reference hereby incorporated herein and made a part of this Bill of Sale.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by a duly authorized representative on this 25<sup>th</sup> day of Oct, 1991.

ITT Commercial Finance Corp.

  
\_\_\_\_\_  
Title *vice president*

**EXHIBIT "A"**

**CAR NUMBERS**

ETTX - 901439  
" - 907527  
" - 904737  
" - 904727  
" - 902439  
" - 904135  
" - 902680  
" - 908436  
" - 907523  
" - 907897  
" - 902437  
" - 901348  
" - 907295  
" - 908883  
" - 907737  
" - 900551  
" - 903721  
" - 907507  
" - 907851  
" - 901394  
" - 907689  
" - 901338  
" - 902349  
" - 908140  
" - 907010  
" - 907913  
" - 907838  
" - 900581  
" - 901114  
" - 908517  
" - 902450  
" - 907746  
" - 907899  
" - 908780  
" - 907070  
" - 903484  
" - 903794  
" - 908818  
" - 903330

**SERIAL NUMBERS**

72745-72746  
72747-72748  
72749-72750  
72751-72752  
72753-72754  
72755-72756  
72757-72758  
72759-72560  
72695-72696  
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72795-72796  
72797-72798  
72799-72800  
72801-72802  
72803-72804  
72805-72806  
72807-72808  
72809-72810  
72811-72812  
72813-72814  
72815-72816  
72817-72818  
72819-72820

Con't.

**EXHIBIT "A"**

**CAR NUMBERS**

ETTX - 907520  
" - 901972  
" - 903045  
" - 904398  
" - 901957  
" - 902968  
" - 907418  
" - 902421  
" - 907972  
" - 900558  
" - 907486  
" - 903460  
" - 907524  
" - 907415  
" - 907726  
" - 908028  
" - 909145  
" - 908013  
" - 908575  
" - 903802  
" - 900555  
" - 907517  
" - 907854  
" - 907874  
" - 907248  
" - 907739  
" - 904317  
" - 903795  
" - 900786  
" - 904688  
" - 907716  
" - 908813  
" - 907884  
" - 904777  
" - 904021  
" - 907096  
" - 907988  
" - 907334  
" - 904237  
" - 908136

**SERIAL NUMBERS**

72821-72822  
72823-72824  
72825-72826  
72827-72828  
72829-72830  
72831-72832  
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72897-72898  
72903-72904

Con't.

**EXHIBIT "A"**

**CAR NUMBERS**

ETTX - 907843  
" - 903791  
" - 908068  
" - 908130  
" - 908671  
" - 904682  
" - 901395  
" - 907886  
" - 907500  
" - 907548  
" - 904142  
" - 907279  
" - 900557  
" - 907684  
" - 903781  
" - 907841  
" - 903810  
" - 900524  
" - 904299  
" - 907135  
" - 908576  
" - 907487  
" - 900561  
" - 907750  
" - 907885  
" - 902404  
" - 901406  
" - 900550  
" - 902445  
" - 904606  
CTTX - 908134  
" - 903906  
" - 902649  
" - 901982  
" - 908035  
" - 908630  
" - 903602  
" - 907281  
" - 903652  
" - 907025

**SERIAL NUMBERS**

72905-72906  
72907-72908  
72909-72910  
72911-72912  
72901-72902  
72913-72914  
72697-72698  
72699-72700  
72701-72702  
72703-72704  
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72709-72710  
72711-72712  
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72933-72934  
72935-72936  
72937-72938

Con't.

**EXHIBIT "A"**

**CAR NUMBERS**

CITX - 904704  
" - 907120  
" - 901437  
" - 900869  
" - 907018  
" - 904218  
" - 901052  
" - 908173  
" - 907266  
" - 907000  
" - 908104  
" - 902373  
" - 907158  
" - 903764  
" - 908676  
" - 907016  
" - 907361  
" - 902143  
" - 907003  
" - 907273  
" - 907267  
" - 901288  
" - 902917  
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" - 908146  
" - 907166  
" - 904342  
" - 800021

**SERIAL NUMBERS**

72939-72940  
72941-72942  
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72989-72990  
72993-72994